A Work Project, presented as part of the requirements for the Award of a Master's Degree in Finance from the Nova School of Business and Economics.

SELECT MEDICAL HOLDINGS CORP – INVESTMENT COMMITTEE PAPER

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Abstract:

The proposed Investment Committee Paper focuses on a potential Leveraged Buyout of Select Medical Holdings Corp, a key company of the United States healthcare industry operating in Critical Illness Recovery Hospitals, Rehabilitation Hospitals, Outpatient Rehabilitation Clinics and Occupational Health Centers. The group initiated a company and market overview to assess the eligibility of Select Medical as an LBO candidate. Future value creation strategies were developed and taken into consideration in the forecast of the operating model. Posteriorly, the group evaluated the company, built an optimal capital structure and assessed potential exit options, calculating the returns for the exit year.

Keywords:

Private Equity, LBO, Select Medical, Physical Therapy

Disclaimer:

The following Work Project was elaborated by a group a students from the Master in Finance from NOVA School of Business and Economics. We solemnly pledge that the presented Work Project was done accordingly to the University's Code of Honor, being entirely our own. This Investment Committee Paper was developed for academic purposes only thus we do not take any responsibility for legal, investment or other decisions built upon this paper. The data used on the Work Project was completely gathered from publicly available sources.

The Work Project is composed by three interdependent parts, as such, for a complete understanding of the Investment Committee Paper, please refer to "Select Medical Holdings Corp – Private Equity Buyout" and "Select Medical Holdings Corp – Leveraged Buyout".

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Select Medical Holdings

Investment Committee Paper

Academic Year 2020/2021

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January 2021

Private Equity Challenge

Agenda

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Company Overview | Information on SEM's Business Segments

SEM thrives with an adaptive business model that attracts many but different needs' patients

Business Segments

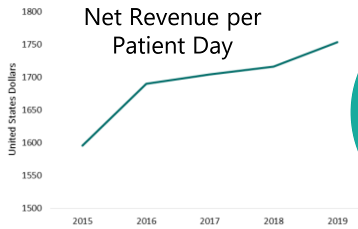
Critical Illness Recovery Hospitals	Rehabilitation Hospitals	Outpatient Rehabilitation Clinics	Occupational Health Centers
1st Admission into one of CIRHs, which ensures patient's needs are met 2nd Full assessment of the patient by specialized health care professionals 3rd Ongoing care and recovery supported by daily physician rounds	1st Referral to one of RHs, followed by assessment of care needed 2nd Care team evaluation to create a custom rehabilitative plan 3rd Treatment supported by healthcare workers to maximize independence	1st Initial evaluation by therapist who proposes an individual treatment plan 2nd Regularly scheduled appointments with a clinical member 3rd Treatment supported by healthcare workers to maximize independence	Concentra offers occupational health services to employers and respective workforce, at the workplace or at a clinic, to maintain its health and safeguard, while reducing the overall cost of health care for employers
34% of Total Revenues & 101 Locations	*12% of Total Revenues & 29 Locations*	*19% of Total Revenues & 1740 Locations*	*30% of Total Revenues & 521 Locations*
68% Occupancy Rate	76% Occupancy Rate	8,719,282 Visits	12,068,865 Visits

Target Market

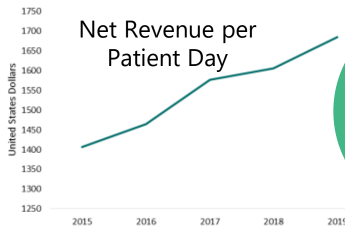
Critical Illness Recovery Hospitals	Rehabilitation Hospitals	Outpatient Rehabilitation Clinics	Occupational Health Centers
Patients recovering from critical and chronic illnesses and with complex medical needs	Patients that require intensive physical rehabilitation care to rebuild function	Patients that require physical, occupational and speech rehabilitation	Patients requiring occupational medicine/therapy consumer health services, focused on the health of America's workforce

Attracting clients through 3 channels: word of mouth (based on SEM's reputation), doctors' referral and private and public insurance programs agreements

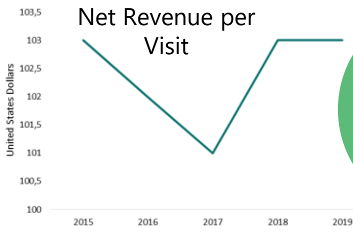
Pricing dynamics



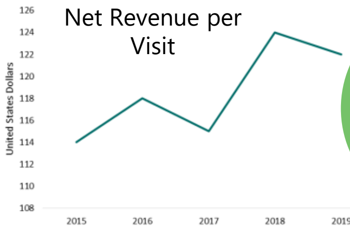
CAGR 2.37% ('15-'19)



CAGR 4.63% ('15-'19)



CAGR 0.00% ('15-'19)



CAGR 1.71% ('15-'19)

SEM's competitive position is affected by its ability of negotiating contracts with payors and, therefore, its prices can vary and rely on such agreements. The nature of the firm's industry and a highly fragmented market lead to competition between healthcare providers, giving payors significant influence and negotiating power. However, Select Medical's size and national presence, allow for strong bargaining power as well.

Source: Select Medical's Annual Report 2019 and website, Bloomberg

Historical Financial Analysis | Income Statement

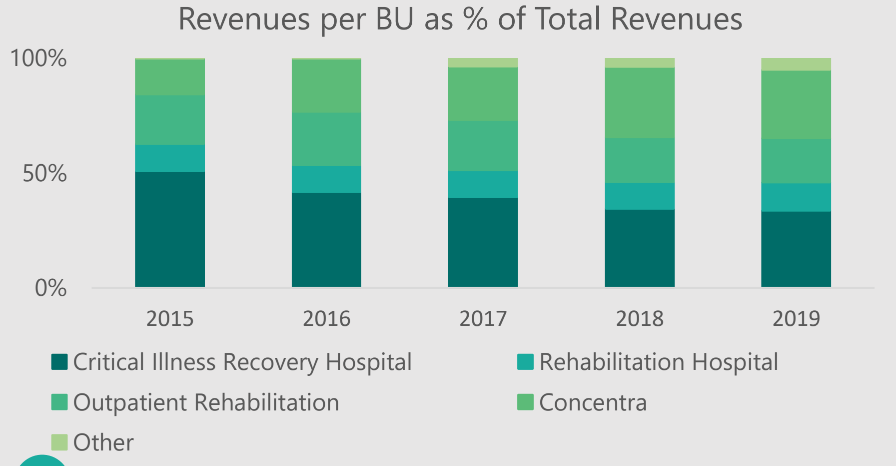
Acquisitions have been contributing and improving operational performance at Select Medical

Income Statement in $M	2015	2016	2017	2018	2019
Critical Illness Recovery Hospital	1 903	1 757	1 725	1 754	1 837
Rehabilitation Hospitals	444	498	509	584	671
Outpatient Rehabilitation Clinics	810	979	961	996	1 046
Concentra Occupational Health Centers	585	982	1 013	1 558	1 629
Other	1	1	157	190	272
Total Revenues (A)	3 743	4 217	4 365	5 081	5 454
growth %		*13%*	*4%*	*16%*	*7%*
Organic Revenues (B)	3 159	4 217	4 365	4 592	5 454
Inorganic Revenues	584			489	
Cost of Services (C)	3 268	3 665	3 735	4 341	4 641
Gross Profit	**474**	**552**	**630**	**740**	**813**
Gross Margin % (D)	*13%*	*13%*	*14%*	*15%*	*15%*
G&A	95	107	114	121	128
D&A	105	145	160	202	213
Reported EBITDA (E)	**380**	**445**	**516**	**619**	**684**
EBITDA Margin %	*10%*	*11%*	*12%*	*12%*	*13%*
Net Income	**136**	**125**	**221**	**177**	**201**
Profit Margin %	*4%*	*3%*	*5%*	*3%*	*4%*

C
- COS are relevant since SEM operates in a **people intensive industry**.
- In 2015, around **half of the increase in COS** resulted from the **addition of Concentra**, which operated with a higher relative COS percentage to revenues than Select. The remaining increase was due to **training** initiatives, which continued throughout the years, and higher staff turnover.
- In 2018, the **increase** resulted from the **acquisition of U.S. HealthWorks** (facility rent expense).

D
- SEM's **gross margin** has been **slightly increasing** throughout the years, due to **increasing revenues**. However, **COS have been increasing as well** but with a lower CAGR.

COMMENTS



A
- SEM's **revenues** grew at a **CAGR of 9.87%.**
- Major source of revenue is **Critical Illness**, however its weight on total revenues has been decreasing.
- Regarding payor source, most **revenues** come from **Commercial Insurance** (32%), followed by **Medicare** (26%) and **Workers' Compensation** (21%).

B
- **Inorganic revenues**: 16% and 10% of revenues are attributed to acquisitions in 2016 (**Concentra**) and 2018 (**U.S. HealthWorks**), respectively.

E
- The **increase** from 2015 to 2016, is due to **Concentra** and, from 2016 to 2017, it is due to **Physiotherapy.**
- **Concentra and Critical Illness** contribute the most to Select Medical's **EBITDA**.

Source: Select Medical's Annual Reports

Note: Please check **Appendix II.1.** for a more detailed analysis of the Income Statement.

Note: in 2019, for comparison purposes, we had to undue the adoption of a **new accounting standard on Leases** (ASC Topic 842).

Historical Financial Analysis | Statement of Cash Flows

Select Medical's Free Cash Flow has a CAGR of 191% from 2016 to 2019

Cash Flow Statement in $M		2015	2016	2017	2018	2019
Net Income		136	125	221	177	201
+ Non-Cash Items		153	203	114	233	257
+ Changes in Net Working Capital		-81	18	-97	84	-13
Cash Flow from Operating Activities	A	**208**	**346**	**238**	**494**	**445**
As % of total Revenues		6%	8%	5%	10%	8%
+ Purchases of PP&E	B	-183	-162	-233	-167	-157
As % of total Revenues		5%	4%	5%	3%	3%
+ Net Payments for Acquisitions		-1 063	-396	40	-530	-160
+ Net Payments for Marketable Securities		33	4	0	0	0
Cash Flow from Investing Activities	C	**-1 213**	**-554**	**-193**	**-697**	**-317**
As % of total Revenues		32%	13%	4%	14%	6%
+ Debt-related Cash Flows		830	284	-8	574	98
+ Equity-related Cash Flows		184	8	-13	-318	-66
Cash Flow from Financing Activities		**1014**	**292**	**-22**	**256**	**32**
As % of total Revenues		27%	7%	0%	5%	1%

Free Cash Flow In $M		2015	2016	2017	2018	2019
EBITDA		**380**	**445**	**516**	**619**	**684**
growth %			17%	16%	20%	11%
- Income Taxes	D	72	55	-18	59	64
growth %			-23%	-133%	-422%	9%
- △NWC		-113	171	124	-28	219
growth %			100%	-27%	-123%	-882%
- CAPEX	B	418	157	163	239	201
growth %			*-62%*	*4%*	*47%*	*-16%*
FCF (cash generation)	E	3	61	247	349	200
growth %			*2108%*	*303%*	*42%*	*-43%*

Note: Please check **Appendix II.3.** for a more detailed analysis of the Statement of Cash Flows.

COMMENTS

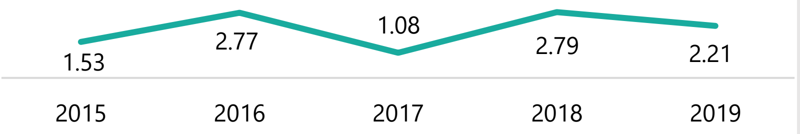
A
- **Operating CF** has been **fluctuating** since 2015.
- Partially attributed to **oscillations** in **A/R** and in **deferred income taxes**.

B
- As a **capital-intensive industry** such as healthcare, Select Medical faces **slight changes** when it comes to **Purchases of PP&E** since 2015.

C
- **Downward trend** in **Investing CF.**
- **Significant increase** in 2015 and 2018 due to acquisitions of Concentra and U.S. HealthWorks.

D
- In **2017**, Income Taxes were negative due to effects resulting from a reform considering **federal legislation** on deferred tax liability.

E
- SEM's **Free Cash Flow** has been **increasing** since 2015, except for 2019.
- Mostly due to **oscillations** in captions that determine **NWC and its investment.**
- The **Cash Conversion Ratio** has evolved in the following manner:



Source: Select Medical's Annual Reports

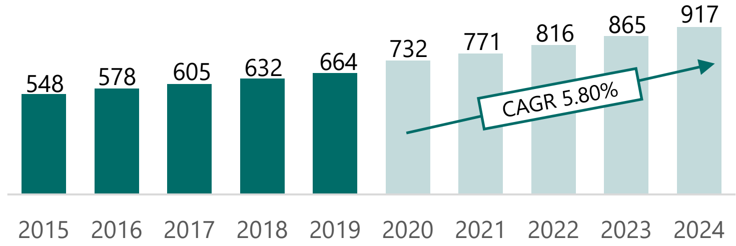
Market Overview | American Healthcare Industry - Segments

Inpatient and Outpatient Care are the most relevant segments in the healthcare industry

Select MEDICAL

Inpatient Care

Market Value ($B)



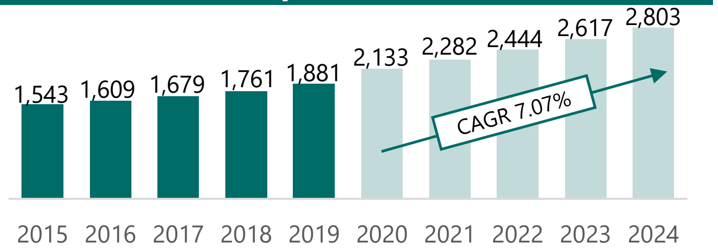
Key facts

- U.S. inpatient care market is expected to grow at **5.8% CAGR until 2024,** accounting for **17.4%** of the total healthcare industry in 2019.
- This segment's growth is restricted by the **cost of U.S. healthcare**.

Key players

Encompass Health, CHS Community Health Systems, Kindred Healthcare

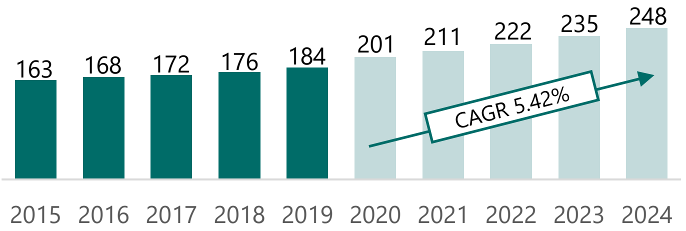
Outpatient Care



- U.S. outpatient care is expected to grow at **7.07% CAGR until 2024**, accounting for 50.8% of the total healthcare industry in 2024.
- The outpatient care segment is **less capital intensive** when compared to others.

Upstream Rehabilitation, USPh U.S. Physical Therapy, Inc., ATI Physical Therapy, Athletico Physical Therapy

Long-Term Care

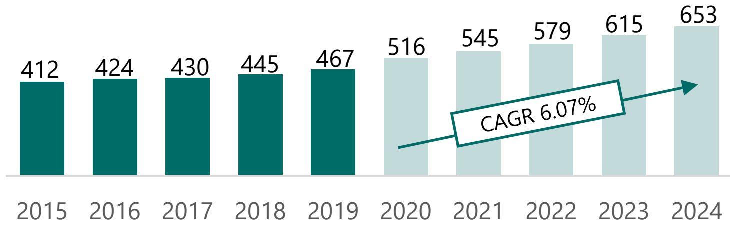


- U.S. long term care is expected to grow at **5.42% CAGR until 2024**, accounting only 4.8% of the total industry in 2019.
- However, it **accelerated more** than any other segment in 2019, reflecting aging population.

Genesis, Brookdale Senior Living, Atria Senior Living

Medical Goods

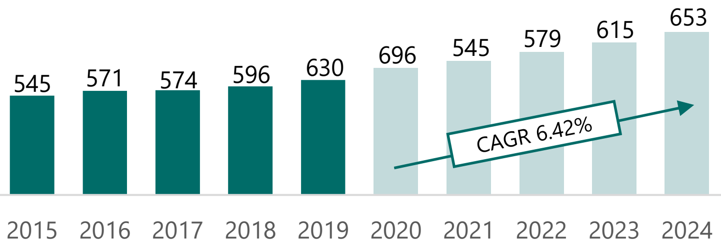
Market Value ($B)



Key facts

- U.S. medical goods market is expected to grow at **6.07% CAGR until 2024**.
- This segment's weight in the healthcare industry is expected to **decrease** throughout the years, being around **11.9% in 2024**.

Collective Services and Capital Formation



- This segment is expected to grow at **6.42% CAGR until 2024**.
- This segment's weight in total healthcare expenditures will **slightly decrease** and stabilize at **16.2% in 2024**.

Main takeaways:

Outpatient care is the segment expected to **grow at a faster pace**. Also, it is expected that this segment's weight increases until 2024.

Inpatient care's weight on the entire healthcare industry has increased however, from 2018 until 2024, it is expected to **decline**.

The **long-term care and medical goods segments** have been **constantly decreasing its weight on total healthcare expenditures.**

Source: Marketline "Healthcare providers in the United States", Select Medical's reports

Investment Thesis

Select Medical's background and experience allows for superior competitive position

Deal Rationale

1 Leading market position

- The success of Select Medical is based on several **competitive strengths**, including the **leading position** in each business segments.
- The segments have all been growing in the past years and present prospects of **profitable growth** mainly due to the company's **strong reputation and national presence**.

2 Good financial performance

- The company presents a track record of **increasing revenues and EBITDA margin.**
- **Healthy FCF generation which has been positive and overall increasing** throughout the years and is expected to continue to deliver such values.
- The company has a **leverageable balance sheet** due to a strong asset base (growing at a CAGR of 9.37%) and a low and decreasing CAPEX as % of sales.

3 Skilled management team

- Select Medical Holdings is backed-up by a **strong management team with** years of experience in this industry as well as in the company.
- Most executives have been on the firm for **several years** and have proven their ability on leading the company.

4 Acquisitions experience

- The company portraits **willingness to expand** and acquire new companies in the future, **in order to consolidate its position**.
- Select Medical has proven its **ability** regarding the **selection and target integration of the acquired firms**.

Value Creation Strategies

Portfolio Expansion

- Select Medical Holdings has the ability to strengthen its leadership position by **adapting** to the new context brought by the **pandemic**.
- Namely, by **diversifying its services portfolio** and offer better and competitive solutions.
- Select Medical can explore new opportunities in the **telemedicine and behavioral health industries** concerning outpatient and occupational therapy, offering alternatives to patients who are in need and expand its services' portfolio, creating a new stream of revenue for the firm.

Bolt-on Acquisitions

- Due to the **high level of fragmentation** of the healthcare industry, SEM can **acquire and incorporate strategic players** in the market, improving its competitive positioning and assure growth.
- The **company has a strong track record** and **experience** in successfully completing and integrating acquisitions.

Operational Turnaround

- Select Medical can improve its **operations** management.
- According to the company's annual report, operating performance can be improved at the **acquisitions level**, for example, by imposing **best management practices** and by **realizing efficiencies**, as the activities and management would be centralized.
- Furthermore, the firm **is well positioned** to improve its **free cash flow generation and management**.

Source: Select Medical's Annual Reports

Value Creation Strategies | Portfolio Expansion

Through an expansion of the services SEM provides, it can strengthen and improve its leading position

STATUS QUO

Within the Outpatient Rehabilitation and Concentra segments, the following services are provided:

Physical Therapy*	Hand / Occupational Therapy*	Pediatric Therapy*
Work Health*/**	Low Back Rehabilitation*	Sports Medicine*
Aquatic Therapy	Cancer Rehabilitation*	Vestibular Rehabilitation*
Women's Health*	Orthopedic Rehabilitation	Prosthetics and Orthotics

*services that may be adapted to telemedicine

**Concentra segment

In 42 states and District of Columbia & counting…

PORTFOLIO EXPANSION RATIONALE

Select Medical has a Market **leading position** which can be leveraged and consolidated by **expanding** and **diversifying its services' portfolio**

Select Medical should implement the following services in its Outpatient/Concentra segments:

Telemedicine | **Behavioral Health**

With these two segments within the services offering, Select Medical will **consolidate its clients base** and **attract new clients**, which will lead to a rapid **increase in revenues** and to a **differentiating advantage** among its peers.

OBJECTIVES

1. **Growth of revenues** from existing clients within the new services.
2. **Complete and diversify services panoply** that are offered by Select Medical.
3. **Attract new clients**, creating new revenue streams.
4. **Improvement of competitive advantages** such as the leadership in Outpatient/Concentra segment.

EXECUTION

	EXECUTION	EXPECTED RESULTS
Telemedicine	**Acquire adequate software** (i.e. app) to be able to: • conduct **online consultations.** • transfer of **health history** and/or **medical records**[1]. • **monitor patients' health** and medical data[1]. • **provide healthcare services** and **public health notifications.**	• Higher revenue growth. • Broader clients base. • Lower operating costs. • Consolidation of Select Medical as market leader in outpatient and occupational segments.
Behavioral Health	In states like Arizona, Colorado, North and South Carolina, SEM will invest: • In **behavioral healthcare professionals.** • In **equipment** for specific segments of behavioral health (i.e. autism).	• Higher revenue growth. • Broader clients base. • New revenue stream that complements services already provided.

1.- over secure electronic means

Note: Please check **Appendix III.1. and III.2.** for detailed analysis of Telemedicine and Behavioral Health strategies.

Source: Select Medical's Annual Reports and website

Value Creation Strategies | Bolt-on Acquisitions

Bolt-on acquisitions strategy allows for value creation and market consolidation

STATUS QUO

SEM has **successfully** been **acquiring** attractive targets to **consolidate** its **leadership position** as one of the largest health care providers in the segments that it operates, based on the number of facilities and revenues.

- The company's **selective M&A policy** aligned with well-defined **acquisition criteria** have been proved successful so far.
- The **highly fragmented market** of Outpatient and Concentra offer opportunities for **consolidation** and strengthening of Select Medical's competitive position.
- The Outpatient segment is **growing** and has been little affected by economic downturns.
- The more fragmented the market is, the lower the negotiating leverage of healthcare providers. Therefore, consolidation helps SEM become larger with fewer competitors, which **increases its pricing power over private insurance companies.**

RATIONALE

Strengthen the competitive position and **expand** the **portfolio**, increase **revenues**, reduce operational and fixed costs (economies of scale), and acquire a stronger ability to navigate the uncertainty surrounding the future of healthcare.

Competitive position & Portfolio expansion

- Market divisions across the U.S. provide opportunities for M&A in order to **increase SEM's market share.**
- Acquiring companies with expertise in other health care segments allows **rapid entrance** in **new profitable segments**.

Revenues growth

- Integrating new companies **improves** organic **sales growth** in the following years after acquisition.

Economies of scale

- SEM's fixed costs are large and **horizontal expansion** can spread those costs across a greater volume of patients.

OBJECTIVES

1 Value creation

- Acquire companies with strong cash flows and **revenue growth** in order to improve Select Medical's revenues through **cross-selling** and **enlargement of the customer base**.
- Allow Select Medical to **continue to provide care** for its patients after being discharged from critical care.
- **Improve operating margins** through cost **synergies** obtained with the acquisitions.

2 Consolidate market position

- **Obtain significant position** in the **Outpatient** segment, which is growing faster than any other segment.
- **Expand the portfolio** of segments in which Select Medical is present.
- Become an even **more significant national player** in the healthcare sector.

EXECUTION

- Acquire **two pre-selected targets**, which are located across the **U.S.**.
- Formulating and executing an **integration plan** for the acquired companies to **benefit from cost synergies and larger client base**.

EXPECTED RESULTS

- **Additional inorganic EBITDA** between 2020 and 2025 of more than $300M.
- **Expansion of portfolio** and **cost related synergies**.

Source: Company's annual reports and website and Marketline "Healthcare providers in the United States"

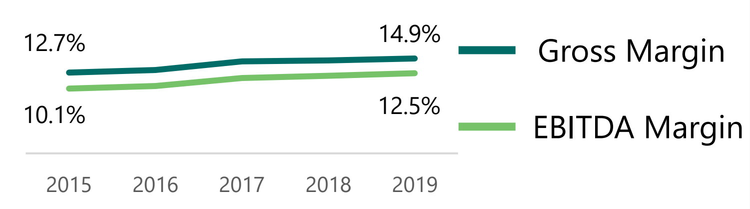
Value Creation Strategies | Operational Improvement

Enhanced profitability through the implementation of an ERP system and use of innovative technologies

STATUS QUO

Until 2019….
SEM' management team has been **centralizing** key administrative services in order to improve operating efficiency and **control costs**.

Results: 2015-2019



Future plans:
- **Cease** operations in **less efficient facilities** and in states with lower reimbursement rates.
- Cost cutting and efficiency gains through the **implementation of better operating systems**.
- Use of **innovative technologies** in the facilities.

RATIONALE

Take an insightful look into the company's operating performance and take advantage of technology to improve SEM's performance.

Cease facilities
- Decrease the number of **less efficient clinics** in states with **lower reimbursement rates** (Florida and Texas which also have a higher percentage of uninsured population) and also due to the **introduction of telemedicine**.

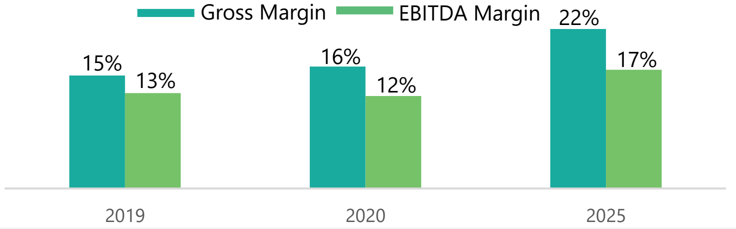
Implementation of ERP system
- Through **ERP**, Select Medical will have a more **detailed** and **wholesome knowledge** of the company's financial and operating performance.

Innovative technologies
- **Provide first-class service** and care to assist and contribute to patients' recovery.

OBJECTIVES

1 Increase operating margins

Drive growth of operating margins towards peers' values through efficiency enhancements measures.



2 Increase revenues through new patients
- The **ERP** implementation allows for **better management** and providing better patient care, increasing quality and attracting patients.
- **Innovative technologies** contribute to a **faster rehabilitation** and patients' engagement, increasing the quality of the service provided.

EXECUTION

- Assess states with higher number of outpatient clinics and lower reimbursement rates to **cease less efficient facilities.**
- **Implement ERP** in current and acquired facilities, **increasing productivity and efficiency** and providing management with **better tools** to assess operating performance.
- Implement **advanced robotics** in inpatient rehabilitation clinics.

EXPECTED RESULTS

- **Profitability margins** closer to peers', becoming **more competitive**.
- **Maximized efficiency** throughout facilities and **faster incorporation** of acquired companies or facilities.
- **Improvement of service quality** through better management services which allow physicians to provide better care.
- **Development** of provided care through the use of **innovative technologies.**

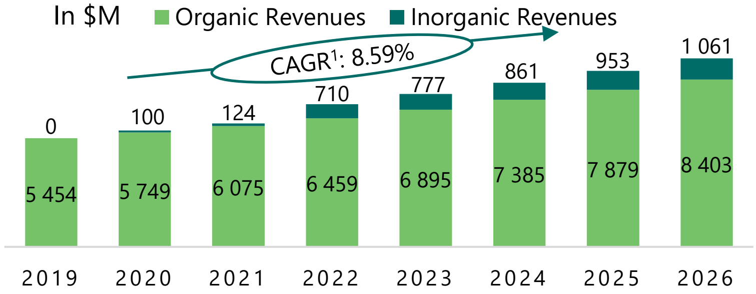
Note: Please check **Appendix III.4** for detailed analysis of Operational Improvement.

Source: Select Medical's Annual Reports and website

Business Plan | Overview of Main Drivers

With strategic acquisitions and costs improvement, SEM is set for a high growth path in the next 6 years

Select Medical's Growth



1 Organic Growth

Main drivers of SEM's organic growth:

- **Growth** of SEM's on-facility services, and telemedicine services especially in **Outpatient** and **Concentra** segments, almost in line with each segment's market growth.
- The most relevant segments within the organic revenues are **Concentra** Occupational Health Centers and **Critical Illness** Recovery Hospital.

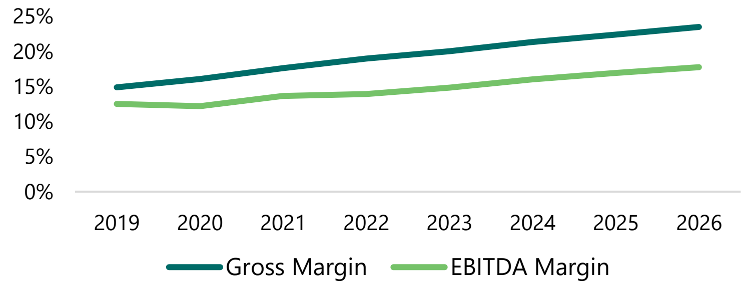
2 Inorganic Growth

Select Medical will be acquiring two other small strategic companies. These will allow to:

- Add **revenues of $953M** at exit.
- Enter the **respiratory services** and **post-acute care** segments, which both yield high revenues.
- **Increase** SEM's **geographical presence**.

[1]- From 2020 to 2025

Costs



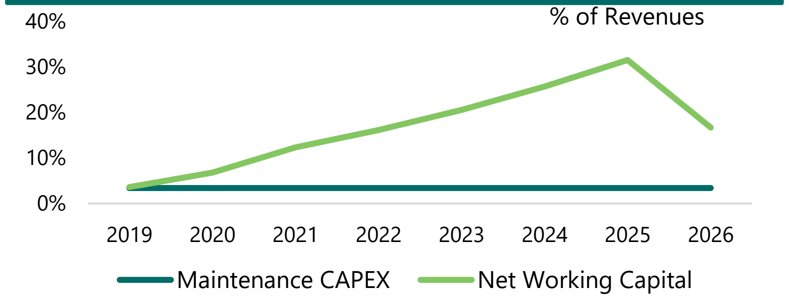
1 Costs of Services

- COS are expected to grow at a CAGR[1] of 6.90%.
- SEM will benefit from synergies due to acquisitions (we expect **supplies expense to decelerate** its growth by 1.25% per year from one year after the first acquisition onwards), and the **operational turnaround** will allow it to close the less profitable facilities.
- However, portfolio **expansion strategy** will not allow COS to slow down as much since **more healthcare professionals** will be employed.

2 Operating Expenses

G&A: It is expected to increase in 2020 due to investment in **ERP system**. However, from **2021 to 2025**, it will decelerate its growth fulfilling **cost-efficiencies**.
D&A: its YoY growth is fairly stable however, in 2020 and 2022 it increases due to the **acquisitions** of Viemed (6%) and Diversicare (11%), accordingly.

Investments



1 Maintenance CAPEX

Even though it remains constant at **3% of Revenues**, Maintenance CAPEX faces an increase of $113M from 2019 to 2025 due to strategies and equipment[2] to achieve target revenues.

[2]- Includes Equipment of SEM, Viemed and Diversicare

2 Expansion CAPEX

The Expansion CAPEX is stable as percentage of total revenues. However, in 2020 and 2022 it will significantly increase due to **acquisitions** that will contribute with **$88M** in **EBITDA at exit**, in 2025. Acquisitions will be financed using 50% of CAPEX facility and 50% of cash.

3 Net Working Capital

Net Working Capital is constantly **increasing** during the entire investment period due to a general **increase in all current assets**, especially cash and cash equivalents.

Exit & Returns | Capital Structure

Total leverage of 5.5x EBITDA and an equity contribution of 9.8x EBITDA for SEM's acquisition

	Amount	%	xEBITDA	Pricing
Term Loan A	-	-	-	L + 375 bps
Term Loan B	$2 053	19.7%	3.0x	L + 400 bps
Term Loan C	$1 027	9.8%	1.5x	
Mezzanine	$684	6.6%	1.0x	
PIK Element				600 bps
Cash Element				L + 675 bps
Institutional Strip				
PE Fund				
Fixed Return Inst.	$6 435	61.6%	9.4x	1250 bps
Institutional Ords	$189	1.8%	0.3x	
Total	**$6 624**	**63.4%**	**9.7x**	
Management				
Fixed Return Inst.	$46	0.4%	0.1x	1250 bps
Institutional Ords	$1	0.0%	0.0x	
Total	**$10**	**0.1%**	**0.0x**	
Sweet Equity	**$57**	**0.5%**	**0.1x**	
Total Sources	**$10 446**	**100%**	**15.3x**	

	Amount	%
Equity Purchase	$7 025	67.3%
Repay Existing Debt	$3 109	29.8%
Financing Fees	$210	2.0%
Other Fees and Expenses	$101	1.0%
Total Uses	**$10 446**	**100%**

Instrument	Structure 1	Structure 2	Structure 3
Senior Tranche A	-	$856	-
Senior Tranche B	$2 053	$1 027	$1 711
Senior Tranche C	$1 027	$1 027	$1 027
Mezzanine	$684	$856	$684
Equity Contribution	$6 681	$6 681	$7 024
Leverage	5.5x	5.5x	5.0x
MM at Exit	3.03x	3.02x	2.95x

- Three potential capital structures were analyzed so as to compare returns at exit Capital **structure 1** is the **preferred** as Capital Structure 2 delivers a slightly **lower money multiple** at exit and the leverage multiple is the same.
- Capital **Structure 3** requires the lowest amount of debt, and yields **the lowest MM.**

Comments

Uses of Funds

- **Total uses** of funds, totalling **$10,446m**, are destined to pay for **EV of $10,134m** and the remaining amount is for **financing fees** and **other fees and expenses** related to the transaction.
- **Enterprise Value** is based on a **EV/EBITDA multiple of 14.81x** estimated in the valuation section.

Sources of Funds

- Total uses of funds are sourced from an **equity contribution** of **9.8x EBITDA** ($6,681m) and **leverage** of **5.5x EBITDA** ($3 765m).
- For the debt portion of the sources, there are **three tranches of senior debt** and **mezzanine debt.** All of the mentioned are contracted in U.S. dollars and non-amortizing for tranches B and C and mezzanine.
- The equity contribution is composed of a **fixed return instrument of $6,481m** and **ordinary equity of $190m.**
- Top management will hold **$10m** worth of shares (**sweet equity**), which is twice their combined annual compensation, and also **$45m of FRI and $1m of ordinary equity**, in order to align interests.

Other

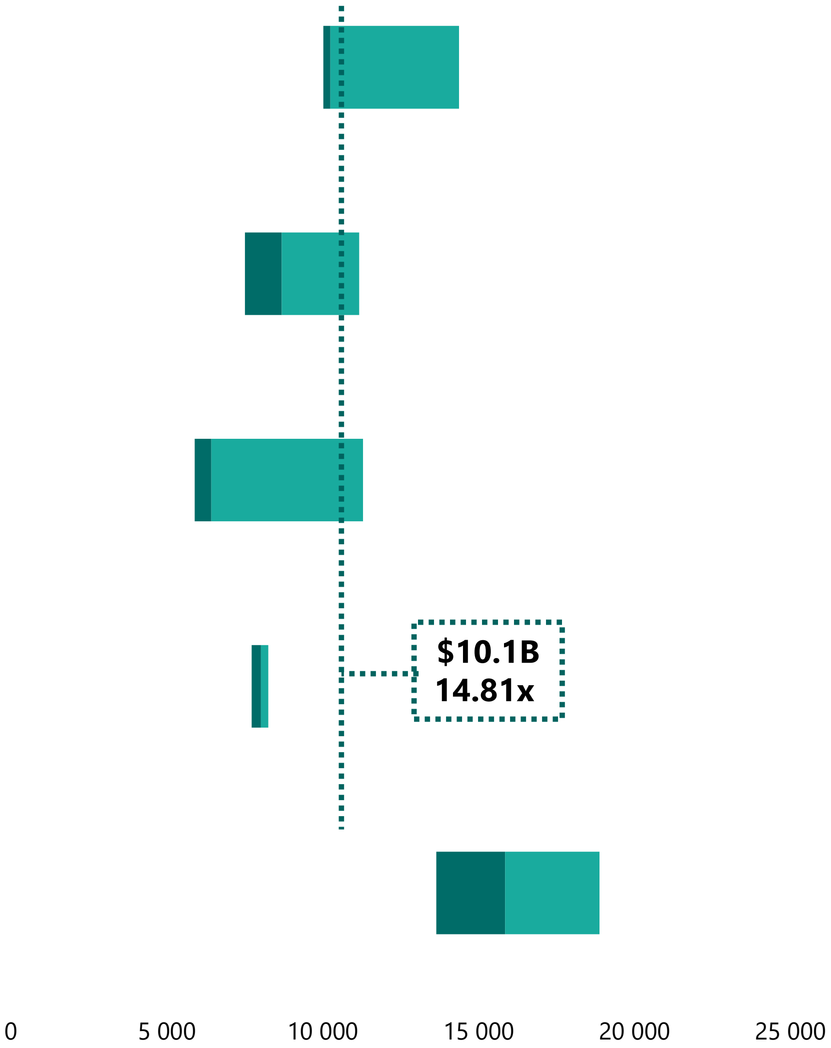
- A **CAPEX Facility** of **$236m** will be used to partially finance the **planned acquisitions** throughout the investment period.

Note: Please check **Appendix IV.4, IV.5, IV.6** for detailed capital structures in different scenarios and **IV.7** for detailed financing structures.

Exit & Returns | Entry Valuation

Through the football field analysis with several methodologies, a 14.81x EV/EBITDA multiple was achieved

Enterprise Value - Football Field



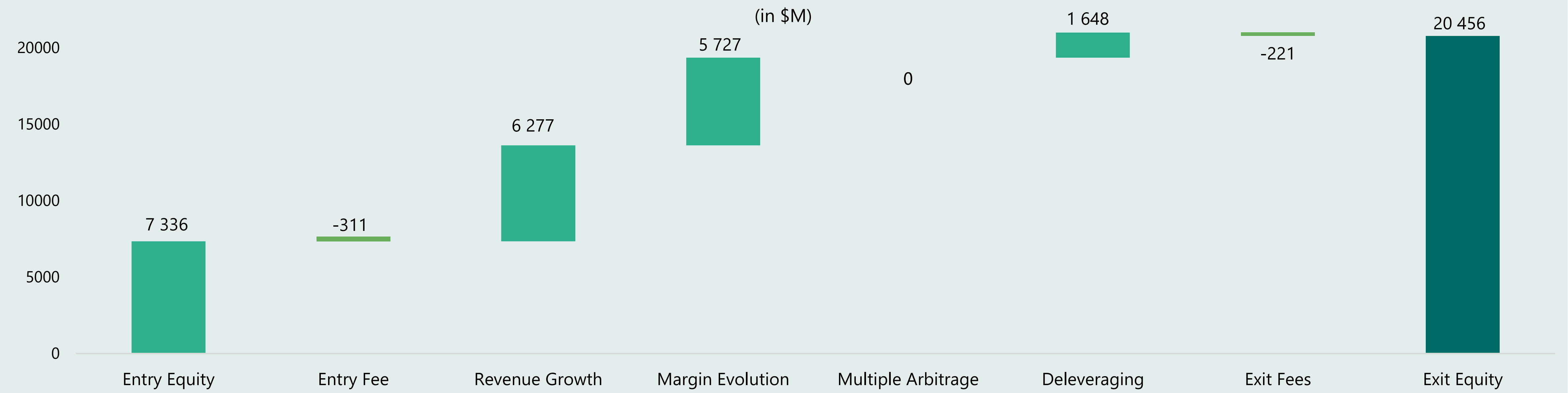
Methodology	EV/EBITDA Multiple	Comments
Trading Comparables	**14.97x** 14.63x – 20.99x	• *Sources: Bloomberg and Reuters.* • The minimum value for the multiple was **11.39x** whilst the maximum was **27.08x**, suggesting a big gap between valuations.
5-year Through-the-Cycle Multiples	**12.70x** 10.96x – 16.32x	• Overall, multiples of comparable companies **have been increasing** throughout the years however, 2018, seemed to be the year with the highest multiples. • The **minimum** multiple was **8.49x** (2016) and the **maximum** was **27.54x** (2018).
Precedent Transactions	**9.39x** 8.62x – 16.50x	• Precedent transactions were selected from Reuters industry sector. • As seen in the previous methodology, there is also a **large interval** between minimum and maximum multiples, **5.70x to 24.99x**.
Share Price Premium	**11.71x** 11.28x – 12.07x	• The share prices 1 day, 1 week and also 1 month prior to acquisition (of the same companies as in precedent transactions) were analyzed. • The **premium was applied to SEM's share price** prior to acquisition.
Discounted Cash Flow	**24.25x** 19.94x – 27.58x	• For the DCF, **WACC** was estimated based on the company's **latest bond issues** and recent information. The **terminal growth rate** ranged from **1.0% to 1.5%.** • This method yielded the **highest minimum and maximum EV/EBITDA** multiples.

Note: Please check **Appendix IV.1, IV.2 and IV.3** for detailed methodology analysis.

Exit & Returns | Returns Breakdown

Select Medical's strong margin evolution and revenue growth will drive a Money Multiple of 3.03x

RETURNS BREAKDOWN



Revenue Growth

- The **Revenue Growth** is the most important return driver in the **Investment Case**, contributing with **0.86x** in terms of multiples.
- This is obtained due to the **business strategy** of implementing **new revenue streams** and of accomplishing **new acquisitions**.

Margin Evolution

- The **Margin Evolution** is the second most important return driver in the **Investment Case**, contributing with **0.82x** in terms of multiples.
- This is obtained due to the high **revenue growth** throughout the investment period and due to the **efficiency gains** predicted in the business plan.

Deleveraging

- The **Deleveraging** is the third most important return driver in the **Investment Case**, contributing with **0.23x** in terms of multiples.
- This is obtained mostly due to the **demanding and well-established debt repayment schedule** but also due to the **great performance** that is expected from Select Medical.

Multiple Arbitrage

- The **Multiple Arbitrage** is expected to have a **null impact** on the returns as the **U.S. economy** will face **many challenges** in the **near future**.

Entry & Exit Fees

- The Entry & Exit Fees will play a **negligent role** in the returns. However, must **be highlighted**.

Exit Strategy | Exit Options

Strategic sale is the most favorable exit option for the Private Equity Fund

	Strategic Sale	Secondary Sale	Initial Public Offering	Sale in parts
Advantages	• Healthcare is **highly fragmented** in the U.S. and there are significant **consolidation** efforts in the market, leading to **several interested buyers** and a **strong competition**. • There are larger healthcare companies with resources to acquire SEM and gain synergies.	• Despite the crisis created by the ongoing pandemic, there has been **M&A activity in the healthcare industry among PE funds**. • Private Equity funds had around **$2 trillion of dry-powder** as of July 2020.	• An **IPO** would allow Select Medical to have access to a **larger market** when comparing with the remaining exit options. • Considering the size of the company, it is a **good potential candidate** for this exit strategy.	• Potential buyers might only be **interested in some segments** of the company. • Some business segments are growing at a **faster rate** than others.
Disadvantages	• Depending on the situation, the **transaction** might be a **slow process.**	• There is the possibility that investors are in **both the buyers' and seller's funds** thus, not getting liquidity and end up investing in the same company. • Other PE firms may believe the efficiencies have been explored to their maximum.	• This strategy **relies on the current capital market conditions** and is generally **more expensive**. • With the current COVID-19 crisis, there is still **uncertainty** regarding forecasts and prospects for the markets in 2024, **increasing risk**.	• This exit strategy leads to the **loss of synergies** created throughout the investment period. • Might lead to **longer process** since it would require several buyers.
Potential Parties	Encompass Health HCA Healthcare UHS Tenet Health	SILVER OAK SERVICES PARTNERS APOLLO KKR ElmCreek Partners PRIVATE EQUITY INVESTMENTS Altamont CAPITAL PARTNERS	NYSE	Encompass Health UHS Tenet Health

Source: PwC

Exit Strategy | Key Due Diligence Areas

Important areas such as Commercial and Financial must be further explored for a successful transaction

	Area	Key focus aspects	Potential issues	Relevance
Commercial	**Market analysis**	• How dependent is the market growth from macroeconomic conditions • Examination of genuine strength of significant patterns during the next 5 years for each segment where SEM operates	• Economic crisis materially impacting the forecasts, affecting revenues • Overestimation of positive outlook in target markets • Future market trends that SEM is not capable of supplying	
Commercial	**Patients**	• Identify the type of patients that most utilize SEM's services • Evaluate if there are patients that were lost in the recent years and why it happened	• High dependency on some types of patients • Considerable number of unsatisfied patients	
Commercial	**M&A targets**	• Thoroughly analyze the acquisition targets (specially margins, growth prospects and synergies)	• Inability to follow the acquisition strategy due to difficult integration and/or unrealistic synergies	
Commercial	**Competitive position**	• Detailed analysis of competitors per service and location • Compare SEM's competitive advantages with the competitors'	• Inability to outperform the market • Competitors being able to replicate SEM's business model and service quality	
Operat.	**ERP system**	• Evaluation of the efficiencies and cost reductions obtained with the implementation of ERP system	• ERP system implementation takes a long time and generates more costs than benefits on the ST.	
Operat.	**Supply chain**	• Explore in detail and question some of SEM's current suppliers • Assess post-integration synergies after targeted acquisitions	• High dependence on a few suppliers can difficult the operational turnaround strategy	
Financial	**Financials**	• Perform an in-depth financial statement analysis (revenue and cash-flow generation, debt valuation assumptions, evaluate Goodwill and PP&E to assess any necessary impairments)	• Accounting frauds (overstating revenues, unrecorded expenses, misstatement of assets and liabilities)	
Financial	**Fixed asset optimization**	• Evaluate facilities' utilization rates & capacity to foster growth • Compare the leasing of facilities strategy with their ownership	• It is difficult to increase the nr. of services offered at current facilities if they are at maximum capacity	
Legal	**ESG, insurance, and tax**	• Verify compliance with environmental policies, assess insurance coverage, and any tax-related case pending with tax authorities	• Lack of proactive ESG actions, inappropriate insurance coverage	
Legal	**Pension plans**	• Appraisal of pending pension plan payments	• Large expected losses due to future settlements	

Select Medical Holdings

Investment Committee Paper

Academic Year 2020/2021

Company & Market Overview

Company Overview | About Select Medical

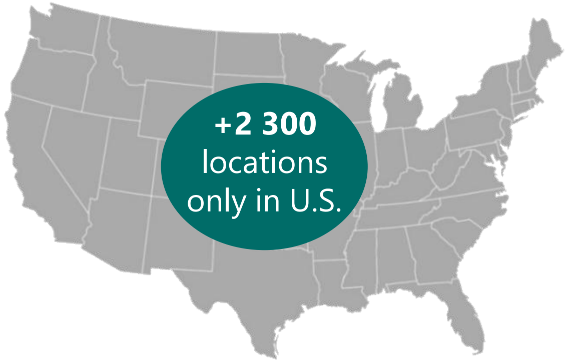
Select Medical is an American healthcare company with nation-wide presence and market leading position

"Select Medical will provide an exceptional patient care experience that promotes healing and recovery in a compassionate environment"

- SEM was co-founded by **Rocco A. Ortenzio and Robert A. Ortenzio in 1996**.
- Initially it was a local provider of **outpatient physical rehabilitation.** In 1997, Select Medical started offering **contract therapy** and later it introduced **long-term acute care** in 1998.
- In 1999, SEM made one of its **largest acquisitions: NovaCare Physical Rehabilitation and Occupational Health**.
- Due to the company's liable growth strategy, *Forbes* recognized it as one of the **"Best Managed Companies in America".**
- In 2001, Select Medical **entered the public market** and was listed on NASDAQ and later, it was listed on the NYSE (where it is currently traded).
- In 2004, the company **acquired** the world-prestigious **Kessler Institute for Rehabilitation** which allowed it to have clinical and operational growth and **add inpatient medical rehabilitation** to its care offerings. Nowadays, these care lines continue to grow through joint ventures and partnerships with some of the most well-acclaimed companies in the industry.

Areas of Expertise

- Critical Illness Recovery
- Inpatient Medical Rehabilitation
- Outpatient Physical Therapy
- Occupational Medicine (Concentra)



Source: Select Medical 's Annual Reports and website

Purpose: *"Recover. Rebuild. Resume."*

+49 000 health care professionals **across the U.S.**

+15 partnerships with U.S. clinics and hospitals

Core Values

"We deliver **superior quality** in all that we do."
"We **treat others** as they would like to be treated."
"We **are results-oriented** and **achieve our objectives**."
"We are **team players**."
"We are resourceful in **overcoming obstacles**."

Outcomes and Accreditations[1]

10 Joint Commission Disease accreditations, including: **stroke**, **brain injury** and **amputee**.

22 CARF accreditations, including **stroke**, **spinal cord injury**, **brain injury**, **amputee** and **outpatient services**.

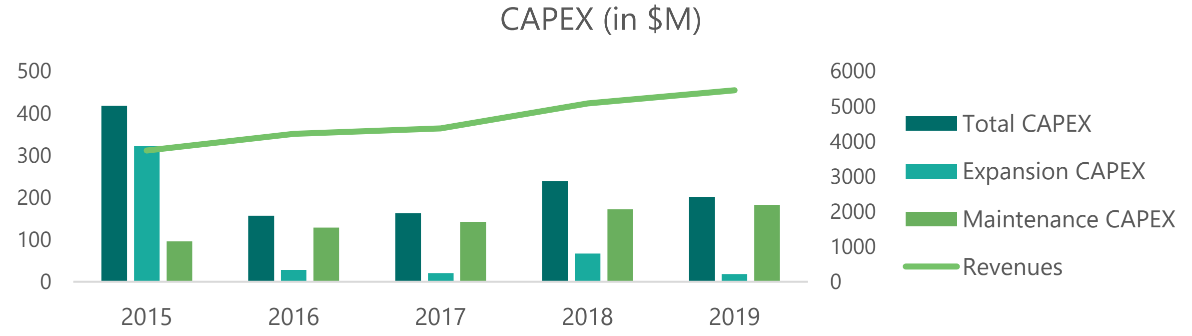
[1]These accreditations are awarded to hospitals or clinics that Select Medical owns.

Company Overview | Business Model

To strengthen a market leading position, SEM is backed by strong competitive advantages and key strategies

Business Model

CAPEX driven growth



- **CAPEX** represent a significant portion of investments of SEM but **have overall been decreasing** throughout the years as the company matures (11.2% of revenues in 2015 and 3.7% of revenues in 2019).
- **Both Expansion CAPEX and Maintenance CAPEX contribute to revenues' growth**. In 2016, Total CAPEX decreased 62.4%, and therefore revenues in 2017 grew only 3.5%, whilst in 2018 Total CAPEX grew 46.6%, and revenues grew 16.4% in that year.
- **Expansion CAPEX** represented 77.0%, 17.9%, and 28.1% of Total CAPEX in 2015, 2016, and 2018, respectively, due to the acquisition of Concentra, Physiotherapy, and U.S. HealthWorks, in each year accordingly.

Key Partners

The partnerships aim to advance health care across the U.S. and provide better service for patients and their families.

Cost Structure (2019)

COS	G&A	D&A
93.15%	2.58%	4.27%

- **Costs of Services** includes the cost of healthcare professionals (44%), all the materials required for their job (14%), lease and rent expense (6%) and other operating costs (21%).
- **G&A** and **D&A** have been growing as Select Medical continues to grow its revenues. **Despite the continuous growth of D&A**, this caption is only relevant due to the amount of CAPEX that the company has and its growth. For more information, please check **Financials**.

Competitive Advantages

- **Leading medical company** in each area of expertise
- **Proven financial performance**
- **Strong cash flow** generation
- Significant **size** and **scale**
- Strong **national presence**
- **Background** in **completing and integrating acquisitions**
- **Partnerships** with large healthcare players
- **Experienced management team**

Appendix I.1 for detailed competitive advantages

Key Strategies

- Focus on **Specialized Inpatient Services** and **Occupational Medicine** and expand **Rehabilitation programs.**
- Provide **high-quality care to patients and their families**, controlling **operating costs** and increase **volume and market share.**
- Expand Rehabilitation Hospitals through the pursuit of Joint Ventures and **optimize payor contract reimbursements.**

Source: Select Medical's Annual Report 2019, Bloomberg

Company Overview | Management Overview

SEM's management team has extensive experience, with almost 25 years in the business

Founders


Rocco A. Ortenzio   Robert A. Ortenzio

Mr. Rocco has served as **Vice Chairman and Co-founder** while Mr. Robert has served as **Executive Chairman and Co-founder** since January 2014. Both served as CEOs in the past.
Mr. Rocco founded other **medical institutions** in which he served as **CEO and director**.
Mr. Robert serves on the **Board of Directors** of Concentra Group Holdings Parent and served as an **Executive Vice President and a director** of other medical institutions.

Achievements 2015-2019

Revenues CAGR	**9.87%**
EBITDA CAGR	**15.87%**
FCF generation (2019)	**$200M**
3	**Major acquisitions**

Source: Select Medical's Annual Report 2019 and website

Management Team

David Chernow

Mr. Chernow has served as **President and CEO** since January 1, 2014. He held various executive officer titles since 2010. Before 2010, he was on several medical institutions' management teams.

John Saich

Mr. Saich has served as **Executive Vice President and CAO** since October 2018. He joined the company in 1998 as Director, Human Resources and HRIS.

Martin Jackson

Mr. Jackson has served as **Executive Vice president and CFO** since February 2007. He also serves on the **board** of Concentra Group Holdings Parent. Previously, he served on other medical institutions.

Michael Tarvin

Mr. Tarvin has served as **Executive Vice President, General counsel and Secretary** since February 2007. He joined the company in 1997 after serving as Senior Counsel of a medical firm.

Human Talent at Select Medical Holdings

49 900 Employees

35 700 Full-time

14 200 Part-time

By segment:

14 500

10 700

2 100 Corporate administration

10 900

11 700

Every healthcare professional working for Select Medical is required, under applicable state law, to be licensed or certified. The company takes all the necessary measures to ensure all employees and agents have the necessary licenses and/or certifications.

Board of Directors

9 members
1 woman

All members had previous background in the medical and healthcare industry before entering the Board of Directors at Select Medical Holdings. Also, most of the directors are also chairman at other medical institutions and organizations.

Market Overview | U.S. Healthcare Industry and SEM's Business Segments

Insurance, either Public or Private, is the major payor contributing to the U.S. Healthcare industry

Industry Segment	Inpatient Care		Outpatient Care	
SEM's Business Segment	Critical Illness Recovery Hospitals	Rehabilitation Hospitals	Outpatient Rehabilitation Hospitals	Occupational Health Centers
Facts & Statistics	• Critical Illness Recovery Hospitals treat chronic illnesses and Rehabilitation Hospitals treat patients who suffered an injury. • Inpatient care segment represents **17.4%** of U.S. Healthcare market, being its market value **$664B**. • Relatively low density of hospital beds per population (2.8 beds per 1,000 people in 2015), **suggests a need for new healthcare providers** in order to improve inpatient care.		• Outpatient care (or ambulatory care) **does not require hospitalization.** • U.S. outpatient rehabilitation market is estimated to value around **$30B** with a projected **annual growth rate of around 5%.**	• Occupational medicine is related to the treatment of **work-related injuries** and illnesses. • Market value of **$7.7B** (2019). • Between 2014 and 2019, CAGR of **2.4%**.
Growth Dynamics	• Increased **health insurance coverage** • Growth of an **unhealthy lifestyle** • Growth of **aging population** • Growth of **chronic illnesses** (6/10 U.S. adults have a chronic disease and 4/10 U.S. adults have two or more)		• Growth of an **unhealthy lifestyle** • Increasing **older population** • **Cost-effectiveness** • Improvements in science and **technology** reduce recovery time and shift inpatient to outpatient	• **Low revenue volatility** • Government consumption and investment • **Increasing number of employees** in the U.S. creates higher demand
Pay	• **Medicare Part A** covers hospital charges and most services a patient receives while on the hospital. Most people do not have to pay a monthly premium for this insurance. • **Medicaid** covers for inpatient hospital services. • From 2007 to 2015, **Medicaid was the top payer** for patients under age 18 years. • Among patients with 65 years or more, **Medicare and private insurance** accounted for around 97% of inpatients stays.		• **Medicare Part B** covers for 80% of costs, the patient covers 20%. • Rehabilitative services are **not necessarily covered by Medicaid** on all states. • Largest payor are **private insurance companies (45%)** followed by government programs (38%) and Employee insurance (14%).	• In most states of the U.S., **employers are required to provide Workers' Compensation Insurance** which covers for injuries on the job or work-related illnesses. • In 2015, the **average annual cost per employee was $11 750 and in 2019 it was $13 087**. The incident rate has been declining except in 2018.

Source: World Health Organization; IBIS World; Statista; Bureau of Labor Statistics; Deloitte; U.S. Department of Health

Market Overview | Healthcare Value Chain

Select Medical Holdings plays a key role on the healthcare industry value chain as a service provider

Healthcare Value Chain

1 Producers → 2 Purchasers → 3 Providers → 4 Fiscal Intermediaries → 5 Payors

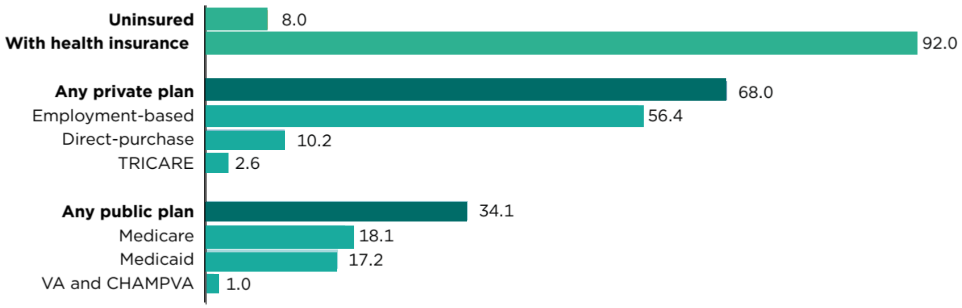
Complexity of U.S. healthcare industry

Uninsured population is a major barrier to even higher levels of growth.
Federal data showed that the number of uninsured people in the U.S. was close to **8% of the population in 2019**.

Less Purchasing Power
↓
Uninsured population
↓
Real growth < Potential Growth

Private health insurance coverage was **68%** and public coverage was 34.1%.
In 2019, the percentage of people with **employer-provided coverage** was slightly higher than in the previous year, from 55.2% to **55.4%** (at the time of the interview).

2019 Type of Coverage



Poverty level, race and ethnicity and age, make some people **more vulnerable to the state of uninsured,** as reported in a study conducted by Kaiser Family Foundation.
The percentages of **Blacks and Hispanics** without health insurance coverage for the entire year were higher than for non-Hispanic Whites, at **9.6% and 16.7%,** respectively.

Value Chain Players

1	***Production Phase***	Some producers are: pharmaceutical companies, device manufacturers surgical products companies, and manufacturers of information systems and capital equipment.
2	***Distribution Phase***	Among distributors there are independent contracted distributors, pharmaceutical wholesalers, surgical equipment distributors, and product representatives employed by manufacturers.
3	***Service Delivery Phase***	As providers there are: hospitals, integrated delivery networks, and alternate site facilities (physician offices and ambulatory surgery centers, for example).
4	***Payment Phase***	Insurers, Health Maintenance Organization (HMOs), Pharmacy Benefit Managers.
5	***Payment Phase***	Government, Employers, Individuals*, Employer Coalitions.

*Note: some individuals will pay directly to the provider without the need of fiscal intermediaries

Source: U.S. Census Bureau "Health Insurance Coverage in the United States: 2019", "The Wharton School Study of the Healthcare value chain"

Personal Reflection | COVID-19 and its impact on the PE industry

COVID-19 disrupted the PE industry and firms are focused on protecting their portfolios

Overview of the current situation:

- COVID-19 brought **disruption** to the Private Equity market, forcing companies to **adapt** to the current macroeconomic context.
- PE firms are focusing on **salvaging** part of their **portfolios** as well as **uncovering sustainable emerging trends**, showing concern over what will **succeed in postpandmic markets**.
- **Central Banks have injected** around **$9 trillion** into financial assets, helping equity markets to **face the crisis**.

Portfolio Exposures

- PE companies have almost **$6 trillion in assets under management**.
- Over **95%** of those AUM is focused on **20 sectors and subsectors.** Furthermore, real estate, business and professional services, energy and utilities, industrial equipment and machinery, software and healthcare **account for more than 50% of that**.
- As of March 2020, **global market capitalization** in all sectors had been **negatively impacted** by the current crisis. However, as of July 2020, it has **recovered in some sectors**: Pharma and biotech, software, healthcare, etc.

Investments

- While GPs are concerned for their portfolios, **sellers** are hesitant and **disinclined to sell their assets** due to the decline in equity values.
- Regarding **credit markets**, banks are **putting lending on hold** for new deals so as to **concentrate** on current borrowers and **avoid defaults**.

Lenders will need to learn how to **assess risk** differently and incorporate similar events.

Scrutiny in the underwriting process is expected to **increase.**

Leverage multiples will **decrease** and **buyers** will have to contribute with **more equity.**

Exits

- **Exits are expected to decline** and thus, **investment periods** are likely to **extend** since sellers will be waiting for markets to recover.

Fund-raising

- Fund-raising is **not expected to be as impacted** as it was during the global financial crisis of 2008 because, since then, **investors increased PE allocations** expecting **higher returns** in comparison to public markets, in the long-term.
- However, **fund-raising can be constrained** since **industry capital calls will exceed distributions**, because a decline in exits slows down payouts to LPs, causing liquidity problems for them.
- Overall, LPs are expected to be **more selective with their investments**.

However, while this might lead to less activity, **dealmaking can increase** since PE funds have **$2.5 trillion of dry powder** thus, GPs will be looking for new deals.
Furthermore, **private debt funds** might provide financing for new deals.

Returns

In the **short-term**, **returns will likely decrease** due to declining valuations. Nevertheless, in the **long-term**, **valuations are expected to stabilize** when public markets do, leading returns to **bounce** to **pre-pandemic values**.

Sources: "A rolling disruption: COVID-19's implications for private equity and portfolio companies", McKinsey & Company; "The impact of Covid-19 on Private Equity", Bain & Company

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